

SURMODICS INC  
Form 8-K  
February 10, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**February 04, 2014**

**Date of report (Date of earliest event reported)**

**SurModics, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Minnesota**  
**(State of Incorporation)**

**0-23837**  
**(Commission**  
**File Number)**

**41-1356149**  
**(I.R.S. Employer**  
**Identification No.)**

**9924 West 74<sup>th</sup> Street**

**Eden Prairie, Minnesota**  
**(Address of Principal Executive Offices)**  
**(952) 500-7000**

**55344**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On February 4, 2014, SurModics, Inc. (the Company ) held its 2014 Annual Meeting of Shareholders. The final voting results of the proposals which were described in more detail in the Company's proxy statement filed with the Securities and Exchange Commission on December 19, 2013, are set forth below.

1. Election of Directors. Each of the individuals nominated by the Company's Board of Directors to serve as Class III directors was duly elected by the Company's shareholders, and the final results of the votes cast are as follows:

	For	Withheld	Broker Non-Votes
José H. Bedoya	10,493,672	394,003	1,712,406
Susan E. Knight	10,703,194	184,481	1,712,406

2. Set the Number of Directors. The Company's shareholders approved the proposal to set the number of directors at eight (8) by the following vote:

For	Against	Abstain	Broker Non-Votes
12,438,850	40,150	121,081	

3. Ratification of the Appointment of Deloitte & Touche LLP. The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2014 by the following vote:

For	Against	Abstain	Broker Non-Votes
12,379,840	214,723	5,518	

4. Advisory Vote on Executive Compensation. The Company's shareholders approved the compensation of the Company's named executive officers, on an advisory basis, by the following vote:

For	Against	Abstain	Broker Non-Votes
10,390,159	381,980	115,536	1,712,406

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SURMODICS, INC.

Date: February 10, 2014

/s/ Bryan K. Phillips  
Bryan K. Phillips  
Sr. Vice President, General Counsel and Secretary